

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION**

EASTSIDE LINCOLN MERCURY, <i>et al.</i> ,	:	
	:	
Plaintiffs,	:	
	:	Case No. 1:01cv00567
v.	:	
	:	Judge William O. Bertelsman
FORD MOTOR COMPANY, <i>et al.</i> ,	:	
	:	
Defendants.	:	

**WITNESS LIST OF DEFENDANTS FORD MOTOR COMPANY,
JERRY CARTER AND A.W. WALLS**

Defendants Ford Motor Company (“Ford”), Jerry Carter, and A.W. Walls may offer the following witnesses at trial of the above-captioned matter:

Randy Baughman
1655 Fairlane Circle
Allen Park, MI 48101
313-317-1801

In addition to any matters covered in his deposition, Mr. Baughman will testify regarding the role of Global Warranty Operations within Ford. He will also testify regarding Eastside’s history in the warranty counseling process and the damage caused to Ford by the warranty practices of Eastside. Mr. Baughman will testify that other dealers facing a third audit have hired an in-dealer consultant when other measures were unsuccessful in addressing warranty problems. He will further testify regarding the successes experienced by those dealerships. Mr. Baughman will likewise testify concerning the interplay with the vehicle divisions when a termination recommendation is made. Mr. Baughman will testify regarding the uniform application of the audit matrix and the standards used to determine when an audit is appropriate. Mr. Baughman

will testify that warranty actions are not directed by the sales divisions of Ford and are not used as a means to encourage dealership behaviors other than compliance with warranty requirements.

He will also testify regarding the Reichert dealership's history in the Warranty Counseling Process and lack of favoritism to those dealerships, with regard to warranty monitoring.

Forrest Brown

Regent Court
16800 Executive Pl Drive
Dearborn, MI 48126
313-845-0918

In addition to any matters covered in his deposition, Mr. Brown will testify regarding the development of the market consolidation strategy, and the negotiation of consolidator agreements in general and the agreement with Mr. Reichart in particular. Mr. Brown will testify why such agreements are kept confidential.

Mr. Brown will also testify concerning the meaning of the terms in the Lincoln and Mercury Sales and Service Agreements.

Mr. Brown will also testify concerning the policies of Ford regarding the granting of franchise agreements and its approval of transactions between dealers and prospective dealers. He will further testify regarding standard terms found in buy/sell agreements that he has reviewed.

Erin Buhrmaster

Lincoln Mercury Division, Cincinnati Regional Office
4680 Parkway Drive
Mason, OH 45040
513-573-1071

Ms. Buhrmaster will be available to address allegations made relating to events after the filing of the Complaint.

Ken Butler

Michigan Truck Plant
38303 Michigan Avenue
Wayne, MI 48184
734-467-0536

Mr. Butler will testify regarding the manufacturing plant's lack of knowledge concerning which dealership owns which vehicle as it is produced. Mr. Butler will testify to the incentives in place to get vehicles delivered as quickly as possible. Mr. Butler will also testify that no Lincoln Navigators have ever been held or delayed at the plant for any purpose other than to address manufacturing defects.

Steve Carnegie

Regent Court
16800 Executive Pl Drive
Dearborn, MI 48126
313-845-0603

In addition to any matters covered in his deposition, Mr. Carnegie succeeded Mr. Carter as Lincoln Mercury Regional Manager, and will be available to address any allegations made by Eastside during Mr. Carnegie's tenure as Regional Manager.

Jerry Carter

Lincoln Mercury Division, Chicago Regional Office
3025 Highland Parkway
Downers Grove, IL 60515
630-725-4488

In addition to any matters covered in his deposition, Mr. Carter will testify regarding the 1999 Cincinnati Growth Strategy, Eastside's inclusion as a dealer replacement opportunity, and the subsequent mysterious distribution of portions of this plan to multiple dealerships within the Region. Mr. Carter will testify regarding his interest in Eastside as a potential dealer development location.

Mr. Carter will testify concerning how he learned of consolidation and when he began to develop a strategy for consolidation in the Cincinnati Region. He will also testify regarding the selection of the Cincinnati market as a consolidation candidate and Mr. Reichart as the consolidator. He will testify regarding the means he used to consolidate the Cincinnati market, including the Dixon, Stillpass and Wyler deals. Mr. Carter will testify regarding Ford's efforts to negotiate with Mr. Woeste regarding Eastside, and that he did not place a value on Eastside for Mr. Woeste.

Mr. Carter will testify that he did not keep a manager's pool and took little to no role in the allocation or delivery of vehicles. He will testify with regard to his ability to provide coverage for every large dealer at time of new vehicle introduction. He will testify regarding his practices in awarding marketing funds and his lack of favoritism to the dealerships owned by Mr. Reichart. Mr. Carter will testify concerning his lack of input regarding Eastside's LPE certification and his inability to control Eastside's progress within the Warranty Counseling Process or when and/or if it got audited. He will testify that he actively opposed the suggested penalties associated with the April 2001 audit and believed that termination would not be suggested to Mr. Woeste at the closing meeting for that audit. Mr. Carter will testify concerning his unwillingness to support a termination suggestion.

Mr. Carter will testify regarding the reasons he did not support Mr. Woeste's proposed relocation of Eastside to the property adjacent to Beechmont Chevrolet. He will also testify that this "proposal" predated consolidation and that Mr. Reichert played no role in his decision. Conversely, he will testify regarding the reasons he supported Mr. Reichert's relocation of Fairfield three years later.

Mr. Carter will testify regarding the interpretation of the terms of the Lincoln and Mercury Sales and Service Agreements between the parties.

Finally, Mr. Carter will testify that no acts were taken against Eastside to devalue the dealership or force it out of business.

Jorge Castellijo

7908 High Heath
Knoxville, TN 37919
423-586-5520

Mr. Castellijo will testify regarding the closing conference following the April 2001 warranty audit, discussions he had with Mr. Carter prior to that meeting regarding a termination recommendation, and subsequent meetings with Global Warranty Operations concerning the same.

Michael Crowley

Product Development Center
20901 Oakwood Boulevard
Dearborn, MI 48124
313-337-5821

In addition to any matters covered in his deposition, Mr. Crowley will testify concerning the development and implementation of the market consolidation strategy. He will also testify regarding communications with the dealership body regarding these efforts. Mr. Crowley will also testify regarding the progress of the program and internal meetings regarding the same. Mr. Crowley will testify concerning the funding of consolidation efforts.

Mr. Crowley will also testify concerning approval of the relocation and temporary dual of Fairfield Lincoln Mercury and Lincoln Mercury's general policy with regard to competitively dual dealerships.

John Csernotta

California Regional Field Office
27101 Puerta Real
Mission Viejo, CA 92691
949-629-1845

In addition to any matters covered in his deposition, Mr. Csernotta will testify regarding the Lincoln Premier Experience (“LPE”) program. Mr. Csernotta will also testify that participation in the program was voluntary and the criteria for qualification. He will describe the qualification process and means to appeal adverse decision of inspectors. He will testify concerning Eastside’s appeal of its initial inspection results. Mr. Csernotta will also testify that Fairfield was granted a facility waiver and the reasons for that waiver. He will also testify that not all of the Reichert dealerships were successful in their first attempt to qualify for LPE.

David December

Lincoln Mercury Division, Cincinnati Regional Office
4680 Parkway Drive
Mason, OH 45040
513-573-1113

Mr. December will be available to address allegations made relating to events after the filing of the Complaint.

Keith Ertel

Regent Court
16800 Executive Pl Drive
Dearborn, MI 48126
313-248-8797

In addition to any matters covered in his deposition, Mr. Ertel will testify regarding the selection of Eastside as a dealer replacement opportunity in the 1999 Cincinnati Growth Strategy. Mr. Ertel will testify regarding the reasons for the development of such lists by the Region and the evaluation of the performance of personnel within the Region.

Mr. Ertel will discuss the subsequent means employed to effectuate consolidation and the lack of coercion and intimidation in the process.

Michelle Erwin

Regent Court
16800 Executive Pl Drive
Dearborn, MI 48126
313-845-2736

Ms. Erwin will testify regarding her efforts to encourage Eastside to update its facilities to comply with the then-current appearance preference for Lincoln Mercury dealerships and the response to Mr. Woeste's request to dual Lincoln Mercury with Chevrolet.

Larry Feldhaus

9018 Fields Drive
Mason, OH 45040
513-398-1346

In addition to any matters covered in his deposition, Mr. Feldhaus will testify that he was not aware that the dealership he runs has been given any competitive advantage over Eastside by Ford. Mr. Huser will also testify concerning a meeting that he had with Mr. Carter at the Wetherington Country Club. Mr. Huser will also testify concerning dealership practice regarding dealer trades of vehicles.

Tim Fisher

Regent Court
16800 Executive Pl Drive
Dearborn, MI 48126
313-594-3515

In addition to any matters covered in his deposition, Mr. Fisher will testify concerning the means by which vehicle allocation is determined by Ford. Mr. Fisher will testify that he has reviewed the allocation records for the Lincoln Mercury dealerships in the Cincinnati market and found no impropriety in the establishment of allocation nor any disparity in the production of vehicles for those dealerships.

Mr. Fisher will explain how a dealer order, if placed, enters into production and how the dealer can monitor the progress of those vehicles through delivery. He will also discuss that production does not always allow for coverage of all large dealerships at the time of initial vehicle introduction.

Tim Gilbert

Lincoln Mercury Division, Orlando Regional Office
151 Southhall Lane
Maitland, FL 32751
407-667-3904

Mr. Gilbert will be available to address allegations made relating to events after the filing of the Complaint.

Randy Gollhofer

Ford Motor Credit Company
8805 Governors Hill Drive, Suite 230
Cincinnati, OH 45249
513-697-1290 x200

Mr. Gollhofer will testify that Ford Motor Credit Company had no involvement in market consolidations and did not engage in any practice of disapproving loans to Eastside customers and/or steering such customers to a Lincoln Mercury dealership owned by Mr. Reichart, or any other improper activity aimed at giving a dealership or dealerships owned by Mr. Reichart an unfair advantage.

Doug Graham

7941 Bennington Drive
Cincinnati, OH 45241
513-779-4272

Mr. Graham will testify that he was the Zone Manager for Chevrolet in 1998. He will also testify that he was not approached by Mr. Woeste regarding any proposal to change the usage of Beechmont Chevrolet to include Lincoln Mercury parts and service for Eastside. Mr. Graham will testify that General Motors has a contractual right to approve any such change in

use and that no request was made, no approval was granted. Mr. Graham will also testify regarding General Motor's scrutiny of facilities locations and ability to meet square footage requirements, among other standards, when reviewing a proposed relocation and/or proposal to conduct dual operations.

Jim Gwaltney

Regent Court
16800 Executive Pl Drive
Dearborn, MI 48126
313-390-8402

In addition to any matters covered in his deposition, Mr. Gwaltney will testify regarding the development of the market consolidation strategy and its implementation. He will testify regarding statements he made in conjunction with the announcement of these programs to dealers. Mr. Gwaltney will explain the separation between the vehicle divisions and Ford Customer Service Division and Global Warranty Operations. Mr. Gwaltney will testify that the vehicle divisions have no input on the audit process for warranty claims submissions. Mr. Gwaltney will also testify concerning who has the power within Ford to move forward with the termination of a dealership's sales and service agreement. Mr. Gwaltney will also testify concerning Lincoln Mercury's policy with regard to competitively dualled dealerships.

Craig Hall

Building 3
20100 Rotunda Drive
Dearborn, MI 48124
313-206-2892

In addition to any matters covered in his deposition, Mr. Hall will testify regarding performance issues experienced by Eastside and his efforts to address them. Mr. Hall will also testify regarding his observations of Mr. Beattie's abilities as Eastside's general manager. Mr. Hall will also testify about the fact that the Cincinnati Region in particular or Ford in general did

not misallocate, change the allocation, or withhold the delivery of vehicles to Eastside. Mr. Hall will testify that the Cincinnati Region took a managers pool only on rare situations.

Robert Huser

3619 Heartwood Lane
Mason, OH 45040
513-336-6968

In addition to any matters covered in his deposition, Mr. Huser will testify that he was not aware that the dealership he runs has been given any competitive advantage over Eastside by Ford. Mr. Huser will also testify concerning a meeting that he had with Mr. Carter at the Wetherington Country Club. Mr. Huser will also testify concerning dealership practice regarding dealer trades of vehicles.

Ron Kloppenburg

Ford Customer Service Division, Kansas City Regional Office
12980 Metcalf
Overland Park, KS 66213
314-569-4487

Mr. Kloppenburg will testify concerning his role in the consideration of Mr. Woeste's request to relocate Eastside to the property adjacent to Beechmont Chevrolet, his assessment of this request, the lack of involvement of Mr. Reichert in this decision and the fact that consolidation was not an issue when this request was considered by Ford.

Michael Leary

Ford Customer Service Division, Cincinnati Regional Office
4680 Parkway Drive
Mason, OH 45040
513-573-1100

Mr. Leary will testify regarding the relationships between Ford Customer Service Division, Global Warranty Operations and the vehicle Divisions. Mr. Leary will testify regarding the development and adoption of the audit finding matrix and its uniform application across the United States.

Mr. Leary will testify to the elements that trigger a warranty audit and the reasons that Ford conducts warranty audits. Mr. Leary will also testify concerning national warranty trends and its comparison to Eastside's warranty experience.

Mr. Leary will testify regarding Eastside's obligations under its Sales and Service Agreements to provide warranty service and the availability of the Warranty and Policy Manuals to dealerships to assist them with following Ford's procedures in submitting warranty claims.

Pat Letarte

Lincoln Mercury Division, Cincinnati Regional Office
4680 Parkway Drive
Mason, OH 45040
513-573-1097

In addition to any matters covered in his deposition, Mr. Letarte will testify concerning his role in wholesaling vehicles to Eastside and that he never changed Eastside's allocation or otherwise interfered with its ability to order as many vehicles as they wished. Mr. Letarte will testify that he was evaluated on his ability to sell vehicles to dealers. Mr. Letarte will also testify that delivery dates of vehicles were not manipulated by the Region. He will also describe the process by which a dealership may monitor the production and delivery of its units.

Mr. Letarte will testify regarding the limited marketing funds at his disposal and that these funds were never expended to give any Reichert dealerships any type of advantage.

Audrey Lisecki

Regent Court
16800 Executive Pl Drive
Dearborn, MI 48126
586-948-4112

Ms. Lisecki will testify regarding the delivery of vehicles by third party providers to dealerships. Ms. Lisecki will testify concerning the circumstances by which vehicles can be held

or diverted. Ms. Lisecki will also testify that she has not and has not been directed or requested to divert or hold vehicles built for delivery to Eastside out of the ordinary course.

Brian McNulty

721 Cole Drive
South Elgin, IL 60177
847-741-6041

Mr. McNulty will testify that he is an independent contractor hired by J.D. Powers to conduct on-site inspections of Lincoln Mercury dealerships for purposes of certification under the Lincoln Premier Experience Program. He will describe his contact with Lincoln Mercury regarding the standards he was to follow in his inspections. He will testify that he was not directed to fail any percentage of dealerships in general or to fail Eastside in particular.

Jerry Mitzel

33667 North 78th Place
Scottsdale, AZ 85262
480-575-1192

Mr. Mitzel will testify concerning Eastside's warranty performance and efforts that he took to assist Eastside with its exit from the Warranty Counseling Program.

Jennifer Moneagle

Regent Court
16800 Executive Pl Drive
Dearborn, MI 48126
313-845-0574

Ms. Moneagle will testify as to the consistent preference for Lincoln Mercury dealerships not to engage in competitive duals. She will testify that there are no Lincoln Mercury/Chevrolet duals in the entire United States. She will also be available to address allegations made relating to events after the filing of the Complaint.

Jerry Mullins

6187 Dry Ridge Road
Cincinnati, OH 45252
513-741-2813

In addition to any matters covered in his deposition, Mr. Mullins will testify that he was not aware that the dealership he runs has been given any competitive advantage over Eastside by Ford. Mr. Mullins will also testify concerning a meeting that he had with Mr. Carter at the Wetherington Country Club. Mr. Huser will also testify concerning dealership practice regarding dealer trades of vehicles.

John Ogden

Lincoln Mercury Division, Denver Regional Office
6312 S. Fiddlers Green Circle
Greenwood Village, CO 80111
303-694-8733

Mr. Ogden will testify that during his tenure as zone managers with responsibility for selling vehicles to Eastside, no manipulation of allocation or withholding of vehicles occurred. Moreover, he is not aware of any marketing funds that were used to advantage any dealership owned by Mr. Reichert.

Mark Osborn

Wixom Assembly Plant
28801 Wixom Road
Wixom, MI 48393
248-344-5032

Mr. Osborn will testify regarding the manufacturing plants' lack of knowledge concerning which dealership owns which vehicle as it is produced. Mr. Osborn will testify to the incentives in place to get vehicles into delivery as quickly as possible and that no Lincoln LS vehicle has ever been held or delayed at the plant for any purpose other than to address manufacturing defects.

Robert Reichert

9970 Lakewood Lane
Cincinnati, OH 45242
513-683-5484

In addition to any matters covered in his deposition, Mr. Reichert will testify that he has received no preferential treatment from Lincoln Mercury in the form of allocation, vehicle delivery times, marketing funds, or LPE certification.

Mr. Reichert will testify concerning his understanding of how consolidation was to be achieved, the announcement of consolidation to the dealers, and his understanding of the consolidator agreement.

Mr. Reichert will testify concerning his purchase of Fairfield Lincoln Mercury, his subsequent request to relocate and dual that facility, and the current condition of that store.

Mr. Reichert will testify regarding the history of Northgate Lincoln Mercury and his current plans for construction of a new facility for Lincoln Mercury.

Mr. Reichert will testify regarding his negotiations with Mr. Woeste concerning Eastside.

Mr. Reichert will testify that he has had no part in any decisions regarding Eastside at any point in time. He will also testify concerning dealership practice regarding dealer trades of vehicles, and usual terms of buy/sell agreements for automotive dealerships.

James (Howard) Revier

43 Poppy Hills Road
Laguna Niguel, CA 92677
949-493-5520

Mr. Revier will testify regarding the type of budgets provided to the Regional offices in general and to the Cincinnati Region in general. Mr. Revier will testify about the limitations placed on the use of those funds and the discretion afforded regional managers in the use of those funds.

Mr. Revier will also testify concerning the selection of Mr. Reichart as the Cincinnati market consolidator and his discussions with Mr. Carter regarding the same.

Charles Richardson

Lincoln Mercury Division, Cincinnati Regional Office
4680 Parkway Drive
Mason, OH 45040
513-573-1014

Mr. Richardson will testify concerning the expenditures of Regional discretionary funds and the budgets available for each.

Mike Rosingana

Regent Court
16800 Executive Pl Drive
Dearborn, MI 48126
313-248-1752

Mr. Rosingana will testify that during his tenure as a zone manager with responsibility for selling vehicles to Eastside, no manipulation of allocation or withholding of vehicles occurred. Moreover, he is not aware of any marketing funds that were used to advantage any dealership owned by Mr. Reichert.

Ernie Rouse

Ford of Canada Headquarters
The Canadian Road
Oakville, ON L6J 5E4
905-885-2927

Mr. Rouse will testify regarding the third warranty audit at Eastside. He will also testify concerning how audits are conducted, from opening to closing meetings. Mr. Rouse will testify that he had no involvement with market consolidation. Moreover, he will testify that he was not directed to find fraud nor did he say that he would find fraud. Mr. Rouse will explain the purpose of the opening meeting and the basis for the charge-backs that were assessed. Mr.

Rouse will testify concerning the availability of the Warranty and Policy Manuals to dealerships to assist them with following Ford's procedures in submitting warranty claims.

Tom Shelley

Lincoln Mercury Division, Cincinnati Regional Office
4680 Parkway Drive
Mason, OH 45040
513-573-1073

Mr. Shelley succeeded Mr. Carnegie as Lincoln Mercury Regional Manager in Cincinnati. Mr. Shelley will be available to address any allegations made by Eastside since Mr. Carnegie's tenure as Regional Manager. Mr. Shelley will also testify concerning the current status of the Lincoln Mercury dealerships in the Cincinnati market and as to the number of Lincoln Mercury, Ford Mercury, and Ford Lincoln Mercury stores within 100 miles of Eastside.

Mark Schmitz, Ph.D.

2904 American Saddler Drive
Park City, UT 84060
435-649-1372

In addition to the matters covered in his expert reports, Dr. Schmitz will testify regarding the flaws in Mr. Bean's damage calculations done on behalf of Eastside. Dr. Schmitz will likewise opine concerning the root causes of Eastside's decline in profitability and in warranty sales. Dr. Schmitz will further testify concerning reasons for warranty audits by automobile manufacturers. Dr. Schmitz will also testify that the relocation and dual of Eastside's service and parts facility with Chevrolet was unlikely to be acceptable to Chevrolet, would not have created savings for Eastside, and that such dual facilities do not improve the efficiency or profitability of the dealership. Dr. Schmitz will also testify that Mr. Bean's opinions regarding alleged savings and foregone profits are as flawed as Bean's analysis of lost value. Dr. Schmitz will offer the proper method of valuing Eastside. Finally, Dr. Schmitz will testify about coercion from an economic and accounting perspective.

Jeff Thormann

Lincoln Mercury Division, Cincinnati Regional Office
4680 Parkway Drive
Mason, OH 45040
513-573-1072

Mr. Thormann will testify concerning the current status of the Lincoln Mercury dealerships in the Cincinnati market and will be available to address allegations made relating to events after the filing of the Complaint.

Ron Uhlenhopp

Regent Court
16800 Executive Pl Drive
Dearborn, MI 48126
313-323-9297

Mr. Uhlenhopp will testify regarding his findings in the 2002 Cincinnati Market Study and the reasons for removal of the Florence Lincoln Mercury dealership from the Cincinnati Multiple Point and the assignment of certain counties in Northern Kentucky to Eastside and the Cincinnati Multiple Point. Mr. Uhlenhopp will also testify why these market changes have no impact on Eastside with regard to competitive advantage or marketing funds.

Al Walls

8382 Wycliffe Drive
Cincinnati, OH 45244

In addition to any matters covered in his deposition, Mr. Walls will testify concerning Eastside's history in the Warranty Counseling Process and Eastside's long term failure to address administrative problems in its warranty administration.

Mr. Walls will testify regarding the separation between the vehicle division of Lincoln Mercury from Ford Customer Service Division. He will explain the connection between Ford Customer Service Division and Global Warranty Operations.

Mr. Walls will testify that Ford Customer Service Division played no role in consolidations and that the none of the audits conducted at Eastside had any connection to any such effort. He will explain the reasons that audits are performed and the standardized penalties that are applicable to these audits.

Mr. Walls will testify regarding the closing conference held with regard to the 2001 audit at Eastside. Mr. Walls will also testify regarding the types of charge-backs assessed and the steps Eastside could and should have taken to remove itself from the Warranty Counseling Process. Mr. Walls will identify and testify regarding the Warranty and Policy Manual available to Eastside.

Mr. Walls will testify regarding the Reichert dealership's history in the Warranty Counseling Process and lack of favoritism to those dealerships, with regard to warranty monitoring.

Mr. Walls will testify regarding Eastside's contractual obligations under the Sales and Service Agreements regarding warranty work and reimbursement.

Matt Wilson

Regent Court
16800 Executive Pl Drive
Dearborn, MI 48126
313-845-1432

Mr. Wilson will be available to address allegations made relating to events after the filing of the Complaint.

Defendants Ford Motor Company, Jerry Walls, and A.W. Walls reserve the right to supplement this list based on evidence introduced at trial by plaintiff that could not be anticipated at this time.

Respectfully submitted,

/s/ Elizabeth A. McNellie
Elizabeth A. McNellie (0046534)
Baker & Hostetler LLP
65 East State Street, Suite 2100
Columbus, Ohio 43215
(614) 228-1541
(614) 462-2616 (fax)

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Ford Motor Company, Jerry Carter, and A.W. Walls

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65 East State Street, Suite 2100
Columbus, Ohio 43215
(614) 228-1541
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CERTIFICATE OF SERVICE

A copy of the foregoing Witness List of Defendants Ford Motor Company, Jerry Carter, and A.W. Walls was mailed to Alan J. Statman, Esq., and Gregory J. Berberich, Esq., STATMAN, HARRIS, SIEGEL & EYRICH, LLC, 2900 Chemed Center, 255 East Fifth Street, Cincinnati, Ohio 45202, counsel for plaintiffs, and Steven D. Hengehold, Esq., and James J. Englert, Esq., RENDIGS, FRY, KIELY & DENNIS, LLP, 900 Fourth & Vine Tower, Five West Fourth Street, Cincinnati, Ohio 45202, counsel for defendants Robert C. Reichert and Kenwood Dealer Group, Inc., by regular U.S. mail, postage prepaid, and sent electronically to these same individuals, this 9th day of November, 2004.

/s/ Elizabeth A. McNellie

Elizabeth A. McNellie